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September 24, 2007

RECORDATION NO. 17028

FILED

SEP 24 '07 -8 00 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

Re: Refinancing of 1990 BNSF Railway Company  
Leveraged Lease Financing of Equipment (BN 1990-D)

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Trust Indenture and Security Agreement (BN 1990-D), dated as of September 26, 2007, between Wilmington Trust Company, as owner trustee (the "*Owner Trustee*"), and U.S. Bank National Association, as indenture trustee (the "*Indenture Trustee*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (BN 1990-D), dated as of September 14, 1990, between BNSF Railway Company (formerly known as Burlington Northern Railroad Company), as lessee (the "*Lessee*") and Wilmington Trust Company, as Owner Trustee, as Lessor, which was recorded (or a memorandum of which was recorded) with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on September 27, 1990 at 12:05 P.M. under recordation number 17028.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001  
Attention: Corporate Trust Administration (BN 1990-D)

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**Indenture Trustee:** U.S Bank National Association  
225 Asylum Street, 23rd Floor  
Hartford, Connecticut 06103  
Attention: Corporate Trust Services (BN 1990-D)

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture and Security Agreement consists of 229 Gondola Cars and 186 Covered Hopper Cars bearing the road numbers and the BNSF or BN reporting marks, all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Trust Indenture and Security Agreement (BN 1990-D).

A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson  
Michael D. Robson

Enclosures

# EXHIBIT A

1990-D

Equipment Description:

Number of Units.

186

Model:

Covered Hopper Cars

Old Reporting Mark  
and Road Numbers

New Reporting Mark  
and Road Numbers

BN 466000  
through  
BN 466194

BNSF 466000  
through  
BNSF 466194

## Casualties

Old Reporting Mark  
and Road Numbers

New Reporting Mark  
and Road Numbers

BN 466016  
BN 466023  
BN 466028  
BN 466036  
BN 466102  
BN 466134  
BN 466147  
BN 466162  
BN 466166

BNSF 466016  
BNSF 466023  
BNSF 466028  
BNSF 466036  
BNSF 466102  
BNSF 466134  
BNSF 466147  
BNSF 466162  
BNSF 466166

# EXHIBIT A

## Equipment Description:

Number of Units:  
Model:

229  
Gondola Cars

1990-D

### Old Reporting Mark and Road Numbers

### New Reporting Mark and Road Numbers

BN	533401	BNSF	669100
BN	533402	BNSF	665000
through		through	
BN	533635	BNSF	665233
BN	533636	BNSF	669101
BN	533637	BNSF	665234
through		through	
BN	533640	BNSF	665237

## Casualties

### Old Reporting Mark and Road Numbers

### New Reporting Mark and Road Numbers

BN	533402	BNSF	665000
BN	533411	BNSF	665009
BN	533413	BNSF	665011
BN	533415	BNSF	665013
BN	533433	BNSF	665031
BN	533446	BNSF	665044
BN	533484	BNSF	665082
BN	533507	BNSF	665105
BN	533542	BNSF	665140
BN	533560	BNSF	665158
BN	533590	BNSF	665188

RECORDATION NO.

17028-5

FILED

SEP 24 2007

-8 00 AM

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT  
(BN 1990-D)**

SURFACE TRANSPORTATION BOARD

Memorandum of Trust Indenture and Security Agreement, made and entered into as of September 26, 2007, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*") under the Amended and Restated Trust Agreement (BN 1990-D) dated as of September 26, 2007 between the Owner Trustee, in its individual capacity and the institution referred to therein as Owner Participant, and U.S. Bank National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

**WITNESSETH:**

The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1990-D), dated as of September 26, 2007 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Trust Indenture.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By \_\_\_\_\_  
Name: **JAMES P. LAWLER**  
Title: **Vice President**

Executed on this 11<sup>th</sup> day of September, 2007.

U.S. BANK NATIONAL ASSOCIATION, as Indenture Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of September, 2007.

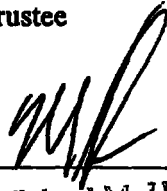
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Owner  
Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of September, 2007.

U.S. BANK NATIONAL ASSOCIATION, as  
Indenture Trustee

By  \_\_\_\_\_  
Name: Michael M. Hopkins  
Title: Vice President

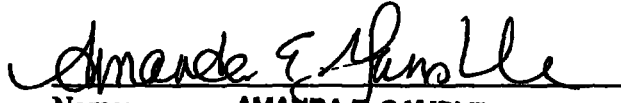
Executed on this 14 day of September, 2007.

STATE OF DELAWARE )  
 )  
COUNTY OF NEW CASTLE )

SS.:

On this, the 11 day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared James P. Lawler, who being by me duly sworn, says that (s)he is the Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on September 11, 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: AMANDA E. GAMBLE  
Notary Public - State of Delaware  
My Commission Expires May 15, 2011  
Residing in \_\_\_\_\_

STATE OF CONNECTICUT )  
 )  
COUNTY OF HARTFORD )

SS.:

On this, the \_\_\_\_ day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on September \_\_\_\_, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_



STATE OF DELAWARE     )  
                                  )  
COUNTY OF NEW CASTLE    )     SS.:

On this, the \_\_\_\_ day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on September \_\_\_\_, 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF CONNECTICUT    )  
                                  )  
COUNTY OF HARTFORD     )     SS.:

On this, the 14 day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the Vice President of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on September 14, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Susan P. McNally  
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_ Connecticut

SUSAN P. McNALLY  
NOTARY PUBLIC  
MY COMMISSION EXPIRES MARCH 31, 2010

# EXHIBIT A

1990-D

Equipment Description: 186  
 Number of Units:  
 Model: Covered Hopper Cars

<u>Old Reporting Mark and Road Numbers</u>		<u>New Reporting Mark and Road Numbers</u>	
BN	466000	BNSF	466000
through		through	
BN	466194	BNSF	466194

## Casualties

<u>Old Reporting Mark and Road Numbers</u>		<u>New Reporting Mark and Road Numbers</u>	
BN	466015	BNSF	466015
BN	466023	BNSF	466023
BN	466028	BNSF	466028
BN	466036	BNSF	466036
BN	466102	BNSF	466102
BN	466134	BNSF	466134
BN	466147	BNSF	466147
BN	466162	BNSF	466162
BN	466166	BNSF	466166

# EXHIBIT A

Equipment Description:  
Number of Units.  
Model:

229  
Gondola Cars

1990-D

<u>Old Reporting Mark and Road Numbers</u>		<u>New Reporting Mark and Road Numbers</u>	
BN	533401	BNSF	669100
BN	533402	BNSF	665000
through		through	
BN	533636	BNSF	665233
BN	533636	BNSF	669101
BN	533637	BNSF	665234
through		through	
BN	533640	BNSF	665237


## Casualties

<u>Old Reporting Mark and Road Numbers</u>		<u>New Reporting Mark and Road Numbers</u>	
BN	533402	BNSF	665000
BN	533411	BNSF	665009
BN	533413	BNSF	665011
BN	533415	BNSF	665013
BN	533433	BNSF	665031
BN	533448	BNSF	665044
BN	533484	BNSF	665082
BN	533507	BNSF	665106
BN	533542	BNSF	665140
BN	533560	BNSF	665158
BN	533590	BNSF	665188

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 9/24/07

  
\_\_\_\_\_  
Robert W. Alvord